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BLUMBERG/EXCELSIOR

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Division of Corporations

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Florida Department of State
Division of Corporations
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Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

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TALLAHASSEE FLORIDA

FOREIGN PROFIT QUALIFICATION
SV MICROWAVE TECHNOLOGIES, INC.

LL 04/04/05

Certificate of Status	0
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Page Count	04
Estimated Charge	58,120.00

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7488.75
7558.75

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Corporate Filing

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SV Microwave Technologies, Inc.

www.svmicrowavetechnologies.com

630 THIRD AVENUE, 7TH FLOOR
NEW YORK, NY 10017
212-486-6670

2400 CENTREPARK WEST DRIVE, SUITE 100
WEST PALM BEACH, FL 33409
561-840-1800

March 11, 2005

Mr. Jay Kasecs
Director of Division of Corporations
State of Florida

Mr Kasecs:

I am writing to you to discuss SV Microwave Technologies Inc.'s ("SVMT") (formerly Holding Capital Group Technologies, Inc. (HCGT)) application to become qualified to do business in the State of Florida. I have enclosed our application as well as a check in the amount of \$8,050 representing \$1,050 in annual fees due from 1998 to 2005 and \$7,000 representing payment for late fees during this same period.

I would like to request a waiver of these late fees. SVMT has been in existence since 1998 and is a registered Delaware corporation. It does not actively conduct business in the State of Florida. It is a holding company for two other companies and all transactions relate to those two companies, both of which are qualified to transact business in Florida. SVMT has filed federal income tax returns and state income tax returns in Florida since its inception in 1998. Our failure to register SVMT up until this point was simply an oversight. We were in no way attempting to circumnavigate the required filing requirements, we just didn't know they applied. Further, our two companies have created jobs and substantial revenues generated within the State of Florida.

I hope you see fit to grant us a waiver of these late fees. Please feel free to contact me or my representatives, William L. Fischer and Jose Mojica, if you would like to discuss this matter further. Thank you, in advance, for this special consideration.

Very truly yours,

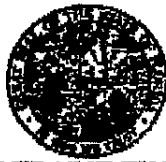


C.J. Janney
Chief Financial Officer

Enclosures

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 31, 2005

BLUMBERG/EXCELSIOR

SUBJECT: SV MICROWAVE TECHNOLOGIES, INC.
REF: W05000016368

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Because your letter states that this entity "does not actively conduct business in Florida," it is unclear whether you need to file or have previously transacted business in Florida. If this entity has not itself transacted business in Florida prior to filing for authority, there are no penalties or annual report fees due, and line 6 of your document should not show a prior date. Please determine whether or not line 6 was correct so that we can determine whether there is any issue of penalties to address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6938.

Lee Rivers
Document Specialist

FAX Aud. #: H05000065892
Letter Number: 105A00021992

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April 1, 2005

Florida Department of State
Corporations Division

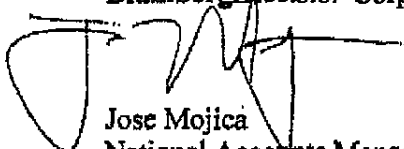
RE: SV MICROWAVE TECHNOLOGIES, INC.

Regarding your correspondence of March 31, 2005. The corporation desires to leave line 6 as is and proceed with their filing and their request.

Thanks for your help.

Very truly yours,

BlumbergExcelsior Corporate Services, Inc.



Jose Mojica
National Accounts Manager

VIA FACSIMILE ONLY

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SY MICROWAVE TECHNOLOGIES, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE
(State or country under the law of which it is incorporated)
\$ 65-0876516 (FEI number, if applicable)

4. 11/15/1998 (Date of incorporation)
5. PERPETUAL (Duration: Year corp. will continue to exist or "perpetual")

6. NOVEMBER 18, 1998
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2400 CENTREPARK W. DRIVE, STE 100, WEST PALM BEACH, FL 33408
(Principal office address)

SAME AS ABOVE
(Current mailing address)

8. HOLDING COMPANY
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CJ JANNEY

Office Address: 2400 CENTREPARK W. DRIVE, STE 100
WEST PALM BEACH, Florida 33408
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CJ JANNEY (Signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: SEE ATTACHED RIDER

Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: SEE ATTACHED RIDER

Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. CJ JANNEY, CFO & TREASURER
(Typed or printed name and capacity of person signing application)

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William R. Calianfi, Director
Holding Capital Group, Inc.
830 Third Avenue, 7th Floor
New York, New York 10017

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W. C. Martin, Director, President/CEO, Secretary
SV Microwave Technologies, Inc.
2400 Centrepark W. Drive, Ste. 100
West Palm Beach, Florida 33409

CJ Janney, Director, Treasurer, CFO, VP, Assistant Secretary
SV Microwave Technologies, Inc.
2400 Centrepark W. Drive, Ste. 100
West Palm Beach, Florida 33409

John Morrell, Senior Vice President
SV Microwave Technologies, Inc.
2400 Centrepark W. Drive, Ste. 100
West Palm Beach, Florida 33409

Subramaniam Katragadda, Vice President
SV Microwave Technologies, Inc.
2400 Centrepark W. Drive, Ste. 100
West Palm Beach, Florida 33409

Linda M. Patteruti, Assistant Secretary
SV Microwave Technologies, Inc.
2400 Centrepark W. Drive, Ste. 100
West Palm Beach, Florida 33409

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PAGE 1

Delaware

The First State

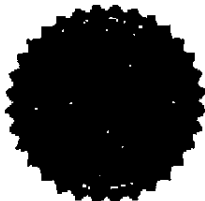
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SV MICROWAVE TECHNOLOGIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SV MICROWAVE TECHNOLOGIES, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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TALLAHASSEE FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3771218

DATE: 03-28-05

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